



State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
NU TOOL, INC.

NuTool, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

- FIRST:** The name of the Corporation is NuTool, Inc.
- SECOND:** The Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article 1 hereof and by substituting the following new Article 1:

1. Name. The name of the corporation is:
ASM NuTool, Inc. (the "Corporation")

THIRD The amendment of the Certificate of Incorporation of the Corporation was duly adopted, pursuant to the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed on this 29th day of July, 2004.


Homayoun Talieh
General Manager, Secretary and Treasurer



Delaware

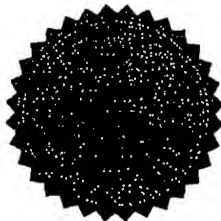
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NUTOOL, INC.", CHANGING ITS NAME FROM "NUTOOL, INC." TO "ASM NUTOOL, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2004, AT 2:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2961949 8100

AUTHENTICATION: 3342359

040654554

DATE: 09-10-04